P00000019742

FRED H. STEFFEY
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELLOR
SUITE 300 SOUTHPOINT BUILDING
6620 SOUTHPOINT DRIVE SOUTH
JACKSONVILLE, FLORIDA 32216

BOARD CERTIFIED TAX LAWYER

TELEPHONE (904) 296-0037
FACSIMILE (904) 296-1435

December 20, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

400003529804--7
--12/28/00--01088--001
****140.00 *****35.00

Re: Bush Industries Corporation and Affiliates

Gentlemen:

Enclosed for filing are the following corporate documents, all of which are stated to be effective January 1, 2001, or the date of their filing with your office, whichever is the later:

1. Amended and Restated Articles of Incorporation for:
   a. Bush Industries Corporation
   b. Tom Bush Volkswagen, Inc.
   c. Tom Bush Motors, Inc.

2. Amendment to Articles of Incorporation for Bushco, Inc.

FILED
00 DEC 28 AM 9:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A copy of each document is also enclosed. Please note the filing information on these copies and return them to me with your filing acknowledgments.

In addition there is enclosed a check in the amount of $140.00 to cover the filing fees for the above documents.

Sincerely,

Fred H. Steffey

Fred H. Steffey

Effective date 1/1/01
Amend

T. LEWIS JAN 8 2001

FHS:maw
D:\WP7\LTR\CorpDiv.(Bush)12P.wpd
Enclosures
cc: Mr. Tom M. Bush, Jr.
Mr. John P. Bush
Mr. John P. Stevens

AMENDMENT TO ARTICLES OF INCORPORATION OF BUSHCO, INC.

By unanimous written consent on December 27, 2000, pursuant to F.S. §607.0704 and §607.0821 and §607.1003 and in compliance with the provisions of Article IX of the Articles of Incorporation of **BUSHCO, INC.** (the "Corporation") providing for the amendment of the Corporation's Articles of Incorporation, which unanimous consent was sufficient for the approval of an amendment to the Corporation's Articles of Incorporation, all of the directors and shareholders of the Corporation approved and adopted the following amendment to its Articles of Incorporation by which Article IV is amended in whole to read as follows effective as of January 1, 2001, or the date of the filing of this amendment with the Florida Department of State, whichever shall be the later:

Article IV
Capital Stock

Section 4.1 Authorized Capital. The maximum number of shares of capital stock which this Corporation is authorized to have outstanding at one time is 1,000 shares of voting common stock having a par value of $1.00 per share and 9,000 shares of non-voting common stock having a par value of $1.00 per share.

Section 4.2 Voting Common Stock. The shares of voting common stock shall have the following characteristics:

(i) Except as otherwise specifically provided herein, the holders of shares of the voting common stock shall have all the rights and privileges granted generally to the holders of the common stock of a corporation by the laws of the State of Florida and shall have the right to vote on all matters coming before meetings of the stockholders of the Corporation or otherwise required by applicable law to be presented to the Corporation's shareholders for a vote.

(ii) The holders of shares of voting common stock shall be entitled to one vote on matters presented to shareholders for each share of such stock held.

Section 4.3 Non-Voting Common Stock. The shares of non-voting common stock shall have the same characteristics as the shares of voting common stock except that the holders of the non-voting common stock shall be entitled to no vote on any matter coming before meetings of the shareholders of the Corporation or otherwise required by applicable law to be presented to the Corporation's shareholders for a vote.

Section 4.4 All Capital Stock. All of the shares of the Corporation's voting and non-voting common stock shall have the following characteristics:

(a) No holder of any share of the voting or non-voting common stock of the Corporation shall have any pre-emptive or preferential rights of subscription to any shares of stock of the Corporation of any kind, class, or series, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold.

(b) The Board of Directors shall have no right to call for redemption any portion of the voting or non-voting common stock of the Corporation except in pursuance of a plan of complete liquidation; however, the Board of Directors may receive and accept offers to the Corporation by holders of voting or non-voting common stock for redemption at such values and upon such terms and conditions as the Board of Directors and such offering shareholders shall mutually determine. In the event the Board of Directors shall agree with a shareholder to redeem any shares of voting or non-voting stock of the Corporation, no other holder of shares of such stock not so redeemed shall have any right to demand that any of his shares of such stock also be redeemed.

(c) Upon any complete liquidation of the Corporation each holder of voting and non-voting common stock shall be entitled to the distribution to him of his allocable share of the assets of the Corporation remaining after the satisfaction of all liabilities of the Corporation.

Section 4.5 Exchange of Stock. As of the effective date of this amendment each share of the issued and outstanding $1.00 par value common stock of the Corporation held by its shareholders shall be deemed converted into and exchanged for one-tenth (.1) of a share of $1.00 par value voting common stock and nine-tenths (.9) of a share of $1.00 par value non-voting common stock.

Section 4.6 Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

IN WITNESS WHEREOF, this amendment has been executed on behalf of the Corporation by its President and Secretary the 27 day of December, 2000, effective as hereinabove stated.

BUSHCO, INC.

By Tom M. Bush, Jr.
TOM M. BUSH, JR. President

John P. Bush
JOHN P. BUSH, Secretary

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **Tom M. Bush Jr.** (Known to me ✓ or Ident. No.: ________) and **John P. Bush** (Known to me ✓ or Ident. No.: ________) and who executed the foregoing document in their respective capacities as President and Secretary of **BUSHCO, INC.**, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of December, 2000.

Sherri Diett (SEAL)
NOTARY PUBLIC, State of Florida
PRINT NAME Sherri Diett
My Commission Expires:

SHERRI DIETT
MY COMMISSION # CC 804506
EXPIRES: February 9, 2003
Bonded Thru Notary Public Underwriters